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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
STEPHEN GRAY, individually and on :
behalf of all others similarly situated, :

Plaintiff, :

v. :

CITIGROUP INC., CHARLES PRINCE, :
THE PLANS ADMINISTRATIVE :
COMMITTEE OF CITIGROUP INC., :
THE 401(k) INVESTMENT :
COMMITTEE, and JOHN DOES 1 - 20, :

Defendants. :
-----X

Civil Action No: 07 Civ. 9790 (SHS)

[Additional captions on the next page]

**NOTICE OF MOTION
TO ADMIT MICHELLE C. YAU
PRO HAC VICE**

FILED
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
2008 JAN 25 PM 1:03

| | |
|--|---|
| -----X | |
| SHAUN ROSE, Individually and On | : |
| Behalf of All Others Similarly Situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 10, | : |
| | : |
| Defendants. | : |
| -----X | |
| MEREDITH TRANBERG, individually | : |
| and on behalf of all others similarly situated | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 20, | : |
| | : |
| Defendants. | : |
| -----X | |
| ANTON RAPPOLD, individually and on | : |
| behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CITIBANK, N.A., | : |
| CHARLES PRINCE, THE PLANS | : |
| ADMINISTRATIVE COMMITTEE OF | : |
| CITIGROUP INC., THE 401(k) | : |
| INVESTMENT COMMITTEE, and JOHN | : |
| and JANE DOES 1 - 10, | : |
| | : |
| Defendants. | : |

Civil Action No: 07 Civ. 10294

Civil Action No: 07 Civ. 10341

Civil Action No: 07 Civ. 10396

| | | |
|--|---|--------------------------------|
| -----X | | |
| SAMIER TADROS, on Behalf of All | : | |
| Others Similarly Situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 10442 |
| v. | : | |
| | : | |
| CITIGROUP INC., CHARLES O. | : | |
| PRINCE, C. MICHAEL ARMSTRONG, | : | |
| ALAIN J.P. BELDA, GEORGE DAVID, | : | |
| KENNETH T. DERR, JOHN M. DEUTCH, | : | |
| ROBERTO HERNANDEZ RAMIREZ, | : | |
| ANN DIBBLE JORDAN, KLAUS | : | |
| KLEINFELD, ANDREW N. LIVERIS, | : | |
| ANNE MULCAHY, RICHARD D. | : | |
| PARSONS, JUDITH RODIN, ROBERT E. | : | |
| RUBIN, ROBERT E. RUBIN, FRANKLIN | : | |
| A. THOMAS, JOHN DOES 1-20 (BEING | : | |
| CURRENT AND FORMER MEMBERS | : | |
| OF THE PLANS ADMINISTRATIVE | : | |
| COMMITTEE OF CITIGROUP INC.) | : | |
| and JOHN DOES 21-40 (BEING | : | |
| CURRENT AND FORMER MEMBERS | : | |
| OF THE INVESTMENT COMMITTEE | : | |
| OF THE CITIGROUP INC. 401(K) PLAN), | : | |
| | : | |
| Defendants. | : | |
| -----X | | |
| STEPHAN FIORINO, individually and on | : | |
| behalf of all others similarly situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 10458 |
| v. | : | |
| | : | |
| CITIGROUP INC., CITIBANK N.A., | : | |
| CHARLES PRINCE, THE PLANS | : | |
| ADMINISTRATIVE COMMITTEE OF | : | |
| CITIGROUP INC., THE 401(k) | : | |
| INVESTMENT COMMITTEE, and | : | |
| JOHN DOES 1 - 20, | : | |
| | : | |
| Defendants. | : | |

| | |
|---|---|
| -----X | |
| JAMES BOLLA, individually and on behalf : | : |
| of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CITIBANK N.A., | : |
| CHARLES PRINCE, THE PLANS | : |
| ADMINISTRATIVE COMMITTEE OF | : |
| CITIGROUP INC., THE 401(k) | : |
| INVESTMENT COMMITTEE, and | : |
| JOHN DOES 1 - 20, | : |
| | : |
| Defendants. | : |
| -----X | |

Civil Action No: 07 Civ. 10461

| | |
|---|---|
| -----X | |
| MARK GEROULO, individually, on behalf : | : |
| of the CITIGROUP 401(k) Plan, the | : |
| CITIBUILDER 401 (K) PLAN FOR | : |
| PUERTO RICO, and all others similarly, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP, INC., CITIBANK, N.A., | : |
| THE PLAN ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP, INC., | : |
| MICHAEL E. SCHLEIN, JOHN DOES | : |
| 1-10, THE CITIGROUP 401(k) PLAN | : |
| INVESTMENT COMMITTEE and JOHN | : |
| DOES 10-20, C. MICHAEL | : |
| ARMSTRONG, ALAN J.P. BELDA, | : |
| GEORGE DAVID, KENNETH T. DERR, | : |
| JOHN M. DEUTCH, ROBERTO | : |
| HERNANDEZ, ANN DIBBLE JORDAN, | : |
| ANDREW N. LIVERIS, DUDLEY C. | : |
| MECUM, ANNE M. MULCAHY, | : |
| RICHARD D. PARSONS, ANDRALL E. | : |
| PEARSON, CHARLES PRINCE, JUDITH | : |
| RODIN, ROBERT E. RUBIN, FRANKLIN | : |
| A. THOMAS, SANFORD I. WEILL, | : |
| | : |
| Defendants. | : |
| -----X | |

Civil Action No: 07 Civ. 10472

| | |
|------------------------------------|---|
| -----X | |
| ALAN STEVENS, on Behalf of Himself | : |
| and All Others Similarly Situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CITIBANK, N.A, | : |
| CHARLES PRINCE, C. MICHAEL | : |
| ARMSTRONG, ALAIN J.P. BELDA, | : |
| GEORGE DAVID, KENNETH T. DERR, | : |
| JOHN M. DEUTCH, PETER JOHNSON, | : |
| ROBERTO HERNANDEZ RAMIREZ, | : |
| ANDREW N. LIVERIS, ANNE | : |
| MULCAHEY, RICHARD D. PARSONS, | : |
| JUDITH RODIN, ROBERT E. RUBIN, | : |
| ROBERT L. RYAN, FRANKLIN A. | : |
| THOMAS, THE PLANS | : |
| ADMINISTRATION COMMITTEE OF | : |
| CITIGROUP, INC., THE INVESTMENT | : |
| COMMITTEE and JOHN DOES 1-30, | : |
| | : |
| Defendants. | : |

Civil Action No: 07 Civ. 11156

| | |
|--|---|
| -----X | |
| STEPHEN GOLDSTEIN, on Behalf of | : |
| Himself and a Class of Persons Similarly | : |
| Situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., THE PLANS | : |
| ADMINISTRATION COMMITTEE OF | : |
| CITIGROUP, INC., MICHAEL E. | : |
| SCHLEIN, CHARLES PRINCE, C. | : |
| MICHAEL ARMSTRONG, ALAIN J.P. | : |
| BELDA, GEORGE DAVID, KENNETH T. | : |
| DERR, JOHN M. DEUTCH, ROBERTO | : |
| HERNANDEZ RAMIREZ, ANDREW N. | : |
| LIVERIS, ANNE MULCAHEY, | : |
| RICHARD D. PARSONS, JUDITH | : |
| RODIN, ROBERT E. RUBIN, ROBERT L. | : |
| RYAN, AND FRANKLIN A. THOMAS, | : |
| And JOHN DOES 1-30, | : |
| | : |
| Defendants. | : |

Civil Action No: 07 Civ. 11158

| | |
|-------------------------------------|---|
| -----X | |
| CHRIS SOUTHARD, on Behalf of All | : |
| Others Similarly Situated, | : |
| | : |
| Plaintiff, | : |
| | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES O. | : |
| PRINCE, C. MICHAEL ARMSTRONG, | : |
| ALAIN J.P. BELDA, GEORGE DAVID, | : |
| KENNETH T. DERR, JOHN M. DEUTCH, | : |
| ROBERTO HERNANDEZ RAMIREZ, | : |
| ANN DIBBLE JORDAN, KLAUS | : |
| KLEINFELD, ANDREW N. LIVERIS, | : |
| ANNE MULCAHY, RICHARD D. | : |
| PARSONS, JUDITH RODIN, ROBERT E. | : |
| RUBIN, ROBERT E. RUBIN, FRANKLIN | : |
| A. THOMAS, JOHN DOES 1-20 (BEING | : |
| CURRENT AND FORMER MEMBERS | : |
| OF THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC.) | : |
| and JOHN DOES 21-40 (BEING | : |
| CURRENT AND FORMER MEMBERS | : |
| OF THE INVESTMENT COMMITTEE | : |
| OF THE CITIGROUP INC. 401(K) PLAN), | : |
| | : |
| Defendants. | : |

Civil Action No: 07 Civ. 11164

| | |
|--|---|
| ----- | |
| FRANCIA BRICK, individually and on | : |
| Behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLAN'S ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP, INC., | : |
| THE 401(k) INVESTMENT COMMITTEE, | : |
| And JOHN DOES 1-10, | : |
| | : |
| Defendants. | : |
| ----- | |

Civil Action No: 07 Civ. 11369

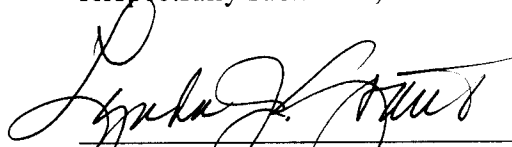
| | |
|--|----------------------------|
| -----X | |
| WILLIAM and PATRICIA WOODWARD, : | |
| individually and on Behalf of All Others : | |
| Similarly Situated, : | |
| | |
| Plaintiffs, : | Civil Action No: 07cv11207 |
| v. : | |
| | |
| CITIGROUP INC., CHARLES PRINCE, : | |
| ROBERT E. RUBIN, C. MICHAEL : | |
| ARMSTRONG, ALAIN J. P. BELDA, : | |
| GEORGE DAVID, KENNETH T. DERR, : | |
| JOHN M. DEUTCH, ROBERTO : | |
| HERNANDEZ RAMIREZ, ANDREW N. : | |
| LIVERIS, ANN MULCAHEY, RICHARD : | |
| D. PARSONS, JUDITH RODIN, ROBERT : | |
| L. RYAN, FRANKLIN A. THOMAS, ANN : | |
| DIBBLE JORDAN, KLAUS KLEINFELD : | |
| AND DUDLEY C. MECUM, and JOHN : | |
| and JANE DOES 1-10, : | |
| | |
| Defendants. : | |
| ----- | |

PLEASE TAKE NOTICE that upon the annexed Declaration of Lynda J. Grant, the Affidavit of Michelle C. Yau and the Certificate of Good Standing annexed thereto, the undersigned will move this Court, before the Honorable Sidney H. Stein on a date to be determined by the Court, in the United States Courthouse, 500 Pearl Street, Courtroom 23A, New York, New York 10007, for an Order (attached hereto), pursuant to Rule

1.3(c) of the Local Rules of the United States District Courts for the Southern District and Eastern Districts of New York, admitting Michelle C. Yau *pro hac vice*.

Dated: January __, 2008

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Lynda J. Grant", is written over a horizontal line.

Lynda J. Grant (LG-4784)

**COHEN, MILSTEIN, HAUSFELD
& TOLL, P.L.L.C.**

150 East 52nd Street, 30th Floor
New York, New York 10022
(212) 838-7797

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|--|---|-------------------------------------|
| -----X | | |
| STEPHEN GRAY, individually and on | : | |
| behalf of all others similarly situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 9790 (SHS) |
| v. | : | |
| | : | |
| CITIGROUP INC., CHARLES PRINCE, | : | |
| THE PLANS ADMINISTRATIVE | : | |
| COMMITTEE OF CITIGROUP INC., | : | |
| THE 401(k) INVESTMENT | : | |
| COMMITTEE, and JOHN DOES 1 - 20, | : | |
| | : | |
| Defendants. | : | |
| -----X | | |

[Additional captions on the next page]

**DECLARATION OF LYND A J. GRANT IN SUPPORT
OF MOTION TO ADMIT COUNSEL *PRO HAC VICE***

-----X
SHAUN ROSE, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE,
THE PLANS ADMINISTRATIVE
COMMITTEE OF CITIGROUP INC.,
THE 401(k) INVESTMENT
COMMITTEE, and JOHN DOES 1 - 10,

Defendants.
-----X

Civil Action No: 07 Civ. 10294

MEREDITH TRANBERG, individually
and on behalf of all others similarly situated

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE,
THE PLANS ADMINISTRATIVE
COMMITTEE OF CITIGROUP INC.,
THE 401(k) INVESTMENT
COMMITTEE, and JOHN DOES 1 - 20,

Defendants.
-----X

Civil Action No: 07 Civ. 10341

ANTON RAPPOLD, individually and on
behalf of all others similarly situated,

Plaintiff,

v.

CITIGROUP INC., CITIBANK, N.A.,
CHARLES PRINCE, THE PLANS
ADMINISTRATIVE COMMITTEE OF
CITIGROUP INC., THE 401(k)
INVESTMENT COMMITTEE, and JOHN
and JANE DOES 1 - 10,

Defendants.
-----X

Civil Action No: 07 Civ. 10396

-----X
SAMIER TADROS, on Behalf of All :
Others Similarly Situated, :

Plaintiff, :

v. :

Civil Action No: 07 Civ. 10442

CITIGROUP INC., CHARLES O. :
PRINCE, C. MICHAEL ARMSTRONG, :
ALAIN J.P. BELDA, GEORGE DAVID, :
KENNETH T. DERR, JOHN M. DEUTCH, :
ROBERTO HERNANDEZ RAMIREZ, :
ANN DIBBLE JORDAN, KLAUS :
KLEINFELD, ANDREW N. LIVERIS, :
ANNE MULCAHY, RICHARD D. :
PARSONS, JUDITH RODIN, ROBERT E. :
RUBIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, JOHN DOES 1-20 (BEING :
CURRENT AND FORMER MEMBERS :
OF THE PLANS ADMINISTRATIVE :
COMMITTEE OF CITIGROUP INC.) :
and JOHN DOES 21-40 (BEING :
CURRENT AND FORMER MEMBERS :
OF THE INVESTMENT COMMITTEE :
OF THE CITIGROUP INC. 401(K) PLAN), :

Defendants. :

-----X
STEPHAN FIORINO, individually and on :
behalf of all others similarly situated, :

Plaintiff, :

v. :

Civil Action No: 07 Civ. 10458

CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :

Defendants. :

-----X
JAMES BOLLA, individually and on behalf :
of all others similarly situated, :

Plaintiff, :

v. :

CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :

Defendants. :

Civil Action No: 07 Civ. 10461

-----X
MARK GEROULO, individually, on behalf :
of the CITIGROUP 401(k) Plan, the :
CITIBUILDER 401 (K) PLAN FOR :
PUERTO RICO, and all others similarly, :

Plaintiff, :

v. :

CITIGROUP, INC., CITIBANK, N.A., :
THE PLAN ADMINISTRATIVE :
COMMITTEE OF CITIGROUP, INC., :
MICHAEL E. SCHLEIN, JOHN DOES :
1-10, THE CITIGROUP 401(k) PLAN :
INVESTMENT COMMITTEE and JOHN :
DOES 10-20, C. MICHAEL :
ARMSTRONG, ALAN J.P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ, ANN DIBBLE JORDAN, :
ANDREW N. LIVERIS, DUDLEY C. :
MECUM, ANNE M. MULCAHY, :
RICHARD D. PARSONS, ANDRALL E. :
PEARSON, CHARLES PRINCE, JUDITH :
RODIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, SANFORD I. WEILL, :

Defendants. :

Civil Action No: 07 Civ. 10472

ALAN STEVENS, on Behalf of Himself
and All Others Similarly Situated,

Plaintiff,

V.

CITIGROUP INC., CITIBANK, N.A,
CHARLES PRINCE, C. MICHAEL
ARMSTRONG, ALAIN J.P. BELDA,
GEORGE DAVID, KENNETH T. DERR,
JOHN M. DEUTCH, PETER JOHNSON,
ROBERTO HERNANDEZ RAMIREZ,
ANDREW N. LIVERIS, ANNE
MULCAHEY, RICHARD D. PARSONS,
JUDITH RODIN, ROBERT E. RUBIN,
ROBERT L. RYAN, FRANKLIN A.
THOMAS, THE PLANS
ADMINISTRATION COMMITTEE OF
CITIGROUP, INC., THE INVESTMENT
COMMITTEE and JOHN DOES 1-30,

Defendants.

Civil Action No: 07 Civ. 11156

STEPHEN GOLDSTEIN, on Behalf of
Himself and a Class of Persons Similarly
Situated,

Plaintiff,

V.

CITIGROUP INC., THE PLANS
ADMINISTRATION COMMITTEE OF
CITIGROUP, INC., MICHAEL E.
SCHLEIN, CHARLES PRINCE, C.
MICHAEL ARMSTRONG, ALAIN J.P.
BELDA, GEORGE DAVID, KENNETH T.
DERR, JOHN M. DEUTCH, ROBERTO
HERNANDEZ RAMIREZ, ANDREW N.
LIVERIS, ANNE MULCAHEY,
RICHARD D. PARSONS, JUDITH
RODIN, ROBERT E. RUBIN, ROBERT L.
RYAN, AND FRANKLIN A. THOMAS,
And JOHN DOES 1-30,

Defendants.

Civil Action No: 07 Civ. 11158

| | | |
|--|---|--------------------------------|
| -----X | | |
| CHRIS SOUTHARD, on Behalf of All | : | |
| Others Similarly Situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 11164 |
| v. | : | |
| | : | |
| CITIGROUP INC., CHARLES O. | : | |
| PRINCE, C. MICHAEL ARMSTRONG, | : | |
| ALAIN J.P. BELDA, GEORGE DAVID, | : | |
| KENNETH T. DERR, JOHN M. DEUTCH, | : | |
| ROBERTO HERNANDEZ RAMIREZ, | : | |
| ANN DIBBLE JORDAN, KLAUS | : | |
| KLEINFELD, ANDREW N. LIVERIS, | : | |
| ANNE MULCAHY, RICHARD D. | : | |
| PARSONS, JUDITH RODIN, ROBERT E. | : | |
| RUBIN, ROBERT E. RUBIN, FRANKLIN | : | |
| A. THOMAS, JOHN DOES 1-20 (BEING | : | |
| CURRENT AND FORMER MEMBERS | : | |
| OF THE PLANS ADMINISTRATIVE | : | |
| COMMITTEE OF CITIGROUP INC.) | : | |
| and JOHN DOES 21-40 (BEING | : | |
| CURRENT AND FORMER MEMBERS | : | |
| OF THE INVESTMENT COMMITTEE | : | |
| OF THE CITIGROUP INC. 401(K) PLAN), | : | |
| | : | |
| Defendants. | : | |
| ----- | | |
| FRANCIA BRICK, individually and on | : | |
| Behalf of all others similarly situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 11369 |
| v. | : | |
| | : | |
| CITIGROUP INC., CHARLES PRINCE, | : | |
| THE PLAN'S ADMINISTRATIVE | : | |
| COMMITTEE OF CITIGROUP, INC., | : | |
| THE 401(k) INVESTMENT COMMITTEE, | : | |
| And JOHN DOES 1-10, | : | |
| | : | |
| Defendants. | : | |
| ----- | | |

| | |
|--|----------------------------|
| -----X | |
| WILLIAM and PATRICIA WOODWARD, : | |
| individually and on Behalf of All Others : | |
| Similarly Situated, : | |
| | |
| Plaintiffs, : | Civil Action No: 07cv11207 |
| v. : | |
| | |
| CITIGROUP INC., CHARLES PRINCE, : | |
| ROBERT E. RUBIN, C. MICHAEL : | |
| ARMSTRONG, ALAIN J. P. BELDA, : | |
| GEORGE DAVID, KENNETH T. DERR, : | |
| JOHN M. DEUTCH, ROBERTO : | |
| HERNANDEZ RAMIREZ, ANDREW N. : | |
| LIVERIS, ANN MULCAHEY, RICHARD : | |
| D. PARSONS, JUDITH RODIN, ROBERT : | |
| L. RYAN, FRANKLIN A. THOMAS, ANN : | |
| DIBBLE JORDAN, KLAUS KLEINFELD : | |
| AND DUDLEY C. MECUM, and JOHN : | |
| and JANE DOES 1-10, : | |
| | |
| Defendants. : | |
| ----- | |

I, Lynda J. Grant, hereby declare as follows:

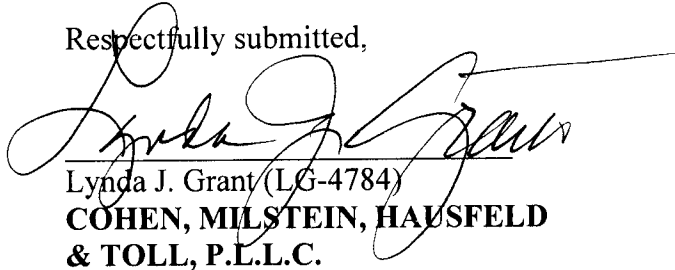
1. I am an attorney admitted to practice in the State of New York, and in the Southern and Eastern Districts of New York. I submit this Declaration in support of the motion to admit Michelle C. Yau to the United States District Court for the Southern District of New York *pro hac vice* for purposes of this action.
2. I agree to act as local counsel for Michelle C. Yau and to observe the Rules of this Court governing the conduct of attorneys.
3. Michelle C. Yau is a member in good standing of the Bar of the Commonwealth of Massachusetts.

For the foregoing reasons, it is respectfully requested that Michelle C. Yau be admitted *pro hac vice* to the United States District Court for the Southern District of New York for purposes of this action.

I hereby declare under penalty of perjury that the foregoing is true and correct.

Dated: January ___, 2008

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Lynda J. Grant", is written over a horizontal line.

Lynda J. Grant (LG-4784)

**COHEN, MILSTEIN, HAUSFELD
& TOLL, P.L.L.C.**

150 East 52nd Street, 30th Floor
New York, New York 10022
(212) 838-7797

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

| | |
|--|---|
| -----X | |
| STEPHEN GRAY, individually and on | : |
| behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 20, | : |
| | : |
| Defendants. | : |
| -----X | |

Civil Action No: 07 Civ. 9790 (SHS)

[Additional captions on the next page]

**AFFIDAVIT OF MICHELLE C. YAU IN SUPPORT OF
APPLICATION FOR ADMISSION *PRO HAC VICE***

| | |
|--|---|
| -----X | |
| SHAUN ROSE, Individually and On | : |
| Behalf of All Others Similarly Situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 10, | : |
| | : |
| Defendants. | : |
| -----X | |
| MEREDITH TRANBERG, individually | : |
| and on behalf of all others similarly situated | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 20, | : |
| | : |
| Defendants. | : |
| -----X | |
| ANTON RAPPOLD, individually and on | : |
| behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CITIBANK, N.A., | : |
| CHARLES PRINCE, THE PLANS | : |
| ADMINISTRATIVE COMMITTEE OF | : |
| CITIGROUP INC., THE 401(k) | : |
| INVESTMENT COMMITTEE, and JOHN | : |
| and JANE DOES 1 - 10, | : |
| | : |
| Defendants. | : |

Civil Action No: 07 Civ. 10294

Civil Action No: 07 Civ. 10341

Civil Action No: 07 Civ. 10396

| | |
|--|---|
| -----X | |
| SAMIER TADROS, on Behalf of All | : |
| Others Similarly Situated, | : |
| | : |
| Plaintiff, | : |
| | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES O. | : |
| PRINCE, C. MICHAEL ARMSTRONG, | : |
| ALAIN J.P. BELDA, GEORGE DAVID, | : |
| KENNETH T. DERR, JOHN M. DEUTCH, | : |
| ROBERTO HERNANDEZ RAMIREZ, | : |
| ANN DIBBLE JORDAN, KLAUS | : |
| KLEINFELD, ANDREW N. LIVERIS, | : |
| ANNE MULCAHY, RICHARD D. | : |
| PARSONS, JUDITH RODIN, ROBERT E. | : |
| RUBIN, ROBERT E. RUBIN, FRANKLIN | : |
| A. THOMAS, JOHN DOES 1-20 (BEING | : |
| CURRENT AND FORMER MEMBERS | : |
| OF THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC.) | : |
| and JOHN DOES 21-40 (BEING | : |
| CURRENT AND FORMER MEMBERS | : |
| OF THE INVESTMENT COMMITTEE | : |
| OF THE CITIGROUP INC. 401(K) PLAN), | : |
| | : |
| Defendants. | : |
| -----X | |
| STEPHAN FIORINO, individually and on | : |
| behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| | : |
| v. | : |
| | : |
| CITIGROUP INC., CITIBANK N.A., | : |
| CHARLES PRINCE, THE PLANS | : |
| ADMINISTRATIVE COMMITTEE OF | : |
| CITIGROUP INC., THE 401(k) | : |
| INVESTMENT COMMITTEE, and | : |
| JOHN DOES 1 - 20, | : |
| | : |
| Defendants. | : |

Civil Action No: 07 Civ. 10442

Civil Action No: 07 Civ. 10458

-----X
JAMES BOLLA, individually and on behalf :
of all others similarly situated, :

Plaintiff, :

v. :

CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :

Defendants. :

Civil Action No: 07 Civ. 10461

-----X
MARK GEROULO, individually, on behalf :
of the CITIGROUP 401(k) Plan, the :
CITIBUILDER 401 (K) PLAN FOR :
PUERTO RICO, and all others similarly, :

Plaintiff, :

v. :

CITIGROUP, INC., CITIBANK, N.A., :
THE PLAN ADMINISTRATIVE :
COMMITTEE OF CITIGROUP, INC., :
MICHAEL E. SCHLEIN, JOHN DOES :
1-10, THE CITIGROUP 401(k) PLAN :
INVESTMENT COMMITTEE and JOHN :
DOES 10-20, C. MICHAEL :
ARMSTRONG, ALAN J.P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ, ANN DIBBLE JORDAN, :
ANDREW N. LIVERIS, DUDLEY C. :
MECUM, ANNE M. MULCAHY, :
RICHARD D. PARSONS, ANDRALL E. :
PEARSON, CHARLES PRINCE, JUDITH :
RODIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, SANFORD I. WEILL, :

Defendants. :

Civil Action No: 07 Civ. 10472

-----X
ALAN STEVENS, on Behalf of Himself :
and All Others Similarly Situated, :

Plaintiff, :

v. :

CITIGROUP INC., CITIBANK, N.A. :
CHARLES PRINCE, C. MICHAEL :
ARMSTRONG, ALAIN J.P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, PETER JOHNSON, :
ROBERTO HERNANDEZ RAMIREZ, :
ANDREW N. LIVERIS, ANNE :
MULCAHEY, RICHARD D. PARSONS, :
JUDITH RODIN, ROBERT E. RUBIN, :
ROBERT L. RYAN, FRANKLIN A. :
THOMAS, THE PLANS :
ADMINISTRATION COMMITTEE OF :
CITIGROUP, INC., THE INVESTMENT :
COMMITTEE and JOHN DOES 1-30, :

Defendants. :

Civil Action No: 07 Civ. 11156

-----X
STEPHEN GOLDSTEIN, on Behalf of :
Himself and a Class of Persons Similarly :
Situating, :

Plaintiff, :

v. :

CITIGROUP INC., THE PLANS :
ADMINISTRATION COMMITTEE OF :
CITIGROUP, INC., MICHAEL E. :
SCHLEIN, CHARLES PRINCE, C. :
MICHAEL ARMSTRONG, ALAIN J.P. :
BELDA, GEORGE DAVID, KENNETH T. :
DERR, JOHN M. DEUTCH, ROBERTO :
HERNANDEZ RAMIREZ, ANDREW N. :
LIVERIS, ANNE MULCAHEY, :
RICHARD D. PARSONS, JUDITH :
RODIN, ROBERT E. RUBIN, ROBERT L. :
RYAN, AND FRANKLIN A. THOMAS, :
And JOHN DOES 1-30, :

Defendants. :

Civil Action No: 07 Civ. 11158

| | | |
|-------------------------------------|---|--------------------------------|
| -----X | | |
| CHRIS SOUTHARD, on Behalf of All | : | |
| Others Similarly Situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 11164 |
| v. | : | |
| | : | |
| CITIGROUP INC., CHARLES O. | : | |
| PRINCE, C. MICHAEL ARMSTRONG, | : | |
| ALAIN J.P. BELDA, GEORGE DAVID, | : | |
| KENNETH T. DERR, JOHN M. DEUTCH, | : | |
| ROBERTO HERNANDEZ RAMIREZ, | : | |
| ANN DIBBLE JORDAN, KLAUS | : | |
| KLEINFELD, ANDREW N. LIVERIS, | : | |
| ANNE MULCAHY, RICHARD D. | : | |
| PARSONS, JUDITH RODIN, ROBERT E. | : | |
| RUBIN, ROBERT E. RUBIN, FRANKLIN | : | |
| A. THOMAS, JOHN DOES 1-20 (BEING | : | |
| CURRENT AND FORMER MEMBERS | : | |
| OF THE PLANS ADMINISTRATIVE | : | |
| COMMITTEE OF CITIGROUP INC.) | : | |
| and JOHN DOES 21-40 (BEING | : | |
| CURRENT AND FORMER MEMBERS | : | |
| OF THE INVESTMENT COMMITTEE | : | |
| OF THE CITIGROUP INC. 401(K) PLAN), | : | |
| | : | |
| Defendants. | : | |

| | | |
|--|---|--------------------------------|
| ----- | | |
| FRANCIA BRICK, individually and on | : | |
| Behalf of all others similarly situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 11369 |
| v. | : | |
| | : | |
| CITIGROUP INC., CHARLES PRINCE, | : | |
| THE PLAN'S ADMINISTRATIVE | : | |
| COMMITTEE OF CITIGROUP, INC., | : | |
| THE 401(k) INVESTMENT COMMITTEE, | : | |
| And JOHN DOES 1-10, | : | |
| | : | |
| Defendants. | : | |
| ----- | | |

| | |
|--|----------------------------|
| -----X | |
| WILLIAM and PATRICIA WOODWARD, : | |
| individually and on Behalf of All Others : | |
| Similarly Situated, : | |
| | |
| Plaintiffs, : | Civil Action No: 07cv11207 |
| v. : | |
| | |
| CITIGROUP INC., CHARLES PRINCE, : | |
| ROBERT E. RUBIN, C. MICHAEL : | |
| ARMSTRONG, ALAIN J. P. BELDA, : | |
| GEORGE DAVID, KENNETH T. DERR, : | |
| JOHN M. DEUTCH, ROBERTO : | |
| HERNANDEZ RAMIREZ, ANDREW N. : | |
| LIVERIS, ANN MULCAHEY, RICHARD : | |
| D. PARSONS, JUDITH RODIN, ROBERT : | |
| L. RYAN, FRANKLIN A. THOMAS, ANN : | |
| DIBBLE JORDAN, KLAUS KLEINFELD : | |
| AND DUDLEY C. MECUM, and JOHN : | |
| and JANE DOES 1-10, : | |
| | |
| Defendants. : | |
| ----- | |

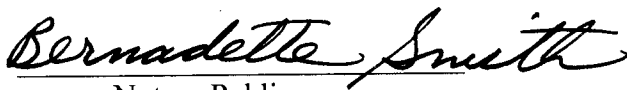
Michelle C. Yau, being duly sworn, deposes and says:

1. I am an attorney duly admitted to and a member in good standing of the Bar of the Commonwealth of Massachusetts. I am an associate with the law firm of Cohen, Milstein, Hausfeld & Toll, P.L.L.C., attorneys for co-counsel to plaintiff. I make this affidavit in support of the application for my admission *pro hac vice* to this Court.
2. I have participated in the prosecution of this action and am familiar with the litigation.
3. Attached hereto as Exhibit A is a Certificate of Good Standing issued by the Supreme Judicial Court of the Commonwealth of Massachusetts, which states that I have been duly admitted to and am a member in good standing.



Michelle C. Yau

Sworn to and subscribed before me
this 24th day of January, 2008



Notary Public

BERNADETTE SMITH
NOTARY PUBLIC
District of Columbia
My Commission Expires December 14, 2011

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

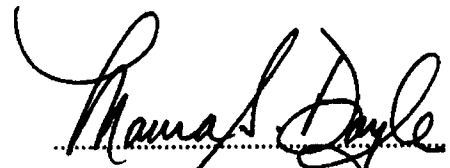
BE IT REMEMBERED, that at the Supreme Judicial Court holden at Boston within and for said County of Suffolk, on the **twenty-seventh** day of **May** A.D. **2004**, said Court being the highest Court of Record in said Commonwealth:

Michelle C. Yau

being found duly qualified in that behalf, and having taken and subscribed the oaths required by law, was admitted to practice as an Attorney, and, by virtue thereof, as a Counsellor at Law, in any of the Courts of the said Commonwealth: that said Attorney is at present a member of the Bar, and is in good standing according to the records of this Court*.

In testimony whereof, I have hereunto set my hand and affixed the seal of said Court, this **eleventh** day of **January** in the year of our Lord **two thousand and eight**.




MAURA S. DOYLE, Clerk

* Records of private discipline, if any, such as a private reprimand imposed by the Board of Bar Overseers or by any court, are not covered by this certification.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

| | |
|--|---|
| -----X | |
| STEPHEN GRAY, individually and on | : |
| behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 20, | : |
| | : |
| Defendants. | : |
| -----X | |

Civil Action No: 07 Civ. 9790 (SHS)

[Additional captions on the next page]

**[PROPOSED] ORDER GRANTING APPLICATION OF
MICHELLE C. YAU FOR ADMISSION *PRO HAC VICE***

| | | |
|--|---|--------------------------------|
| -----X | | |
| SHAUN ROSE, Individually and On | : | |
| Behalf of All Others Similarly Situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 10294 |
| v. | : | |
| | : | |
| CITIGROUP INC., CHARLES PRINCE, | : | |
| THE PLANS ADMINISTRATIVE | : | |
| COMMITTEE OF CITIGROUP INC., | : | |
| THE 401(k) INVESTMENT | : | |
| COMMITTEE, and JOHN DOES 1 - 10, | : | |
| | : | |
| Defendants. | : | |
| -----X | | |
| MEREDITH TRANBERG, individually | : | |
| and on behalf of all others similarly situated | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 10341 |
| v. | : | |
| | : | |
| CITIGROUP INC., CHARLES PRINCE, | : | |
| THE PLANS ADMINISTRATIVE | : | |
| COMMITTEE OF CITIGROUP INC., | : | |
| THE 401(k) INVESTMENT | : | |
| COMMITTEE, and JOHN DOES 1 - 20, | : | |
| | : | |
| Defendants. | : | |
| -----X | | |
| ANTON RAPPOLD, individually and on | : | |
| behalf of all others similarly situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 10396 |
| v. | : | |
| | : | |
| CITIGROUP INC., CITIBANK, N.A., | : | |
| CHARLES PRINCE, THE PLANS | : | |
| ADMINISTRATIVE COMMITTEE OF | : | |
| CITIGROUP INC., THE 401(k) | : | |
| INVESTMENT COMMITTEE, and JOHN | : | |
| and JANE DOES 1 - 10, | : | |
| | : | |
| Defendants. | : | |

-----X
 SAMIER TADROS, on Behalf of All :
 Others Similarly Situated, :

Plaintiff, :

v. :

CITIGROUP INC., CHARLES O. :
 PRINCE, C. MICHAEL ARMSTRONG, :
 ALAIN J.P. BELDA, GEORGE DAVID, :
 KENNETH T. DERR, JOHN M. DEUTCH, :
 ROBERTO HERNANDEZ RAMIREZ, :
 ANN DIBBLE JORDAN, KLAUS :
 KLEINFELD, ANDREW N. LIVERIS, :
 ANNE MULCAHY, RICHARD D. :
 PARSONS, JUDITH RODIN, ROBERT E. :
 RUBIN, ROBERT E. RUBIN, FRANKLIN :
 A. THOMAS, JOHN DOES 1-20 (BEING :
 CURRENT AND FORMER MEMBERS :
 OF THE PLANS ADMINISTRATIVE :
 COMMITTEE OF CITIGROUP INC.) :
 and JOHN DOES 21-40 (BEING :
 CURRENT AND FORMER MEMBERS :
 OF THE INVESTMENT COMMITTEE :
 OF THE CITIGROUP INC. 401(K) PLAN), :

Defendants. :

Civil Action No: 07 Civ. 10442

-----X
 STEPHAN FIORINO, individually and on :
 behalf of all others similarly situated, :

Plaintiff, :

v. :

CITIGROUP INC., CITIBANK N.A., :
 CHARLES PRINCE, THE PLANS :
 ADMINISTRATIVE COMMITTEE OF :
 CITIGROUP INC., THE 401(k) :
 INVESTMENT COMMITTEE, and :
 JOHN DOES 1 - 20, :

Defendants. :

Civil Action No: 07 Civ. 10458

-----X
JAMES BOLLA, individually and on behalf :
of all others similarly situated, :

Plaintiff, :

v. :

CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :

Defendants. :

Civil Action No: 07 Civ. 10461

-----X
MARK GEROULO, individually, on behalf :
of the CITIGROUP 401(k) Plan, the :
CITIBUILDER 401 (K) PLAN FOR :
PUERTO RICO, and all others similarly, :

Plaintiff, :

v. :

CITIGROUP, INC., CITIBANK, N.A., :
THE PLAN ADMINISTRATIVE :
COMMITTEE OF CITIGROUP, INC., :
MICHAEL E. SCHLEIN, JOHN DOES :
1-10, THE CITIGROUP 401(k) PLAN :
INVESTMENT COMMITTEE and JOHN :
DOES 10-20, C. MICHAEL :
ARMSTRONG, ALAN J.P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ, ANN DIBBLE JORDAN, :
ANDREW N. LIVERIS, DUDLEY C. :
MECUM, ANNE M. MULCAHY, :
RICHARD D. PARSONS, ANDRALL E. :
PEARSON, CHARLES PRINCE, JUDITH :
RODIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, SANFORD I. WEILL, :

Defendants. :

Civil Action No: 07 Civ. 10472

| | | |
|--|---|--------------------------------|
| -----X | | |
| ALAN STEVENS, on Behalf of Himself | : | |
| and All Others Similarly Situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 11156 |
| v. | : | |
| | : | |
| CITIGROUP INC., CITIBANK, N.A, | : | |
| CHARLES PRINCE, C. MICHAEL | : | |
| ARMSTRONG, ALAIN J.P. BELDA, | : | |
| GEORGE DAVID, KENNETH T. DERR, | : | |
| JOHN M. DEUTCH, PETER JOHNSON, | : | |
| ROBERTO HERNANDEZ RAMIREZ, | : | |
| ANDREW N. LIVERIS, ANNE | : | |
| MULCAHEY, RICHARD D. PARSONS, | : | |
| JUDITH RODIN, ROBERT E. RUBIN, | : | |
| ROBERT L. RYAN, FRANKLIN A. | : | |
| THOMAS, THE PLANS | : | |
| ADMINISTRATION COMMITTEE OF | : | |
| CITIGROUP, INC., THE INVESTMENT | : | |
| COMMITTEE and JOHN DOES 1-30, | : | |
| | : | |
| Defendants. | : | |
| -----X | | |
| STEPHEN GOLDSTEIN, on Behalf of | : | |
| Himself and a Class of Persons Similarly | : | |
| Situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 11158 |
| v. | : | |
| | : | |
| CITIGROUP INC., THE PLANS | : | |
| ADMINISTRATION COMMITTEE OF | : | |
| CITIGROUP, INC., MICHAEL E. | : | |
| SCHLEIN, CHARLES PRINCE, C. | : | |
| MICHAEL ARMSTRONG, ALAIN J.P. | : | |
| BELDA, GEORGE DAVID, KENNETH T. | : | |
| DERR, JOHN M. DEUTCH, ROBERTO | : | |
| HERNANDEZ RAMIREZ, ANDREW N. | : | |
| LIVERIS, ANNE MULCAHEY, | : | |
| RICHARD D. PARSONS, JUDITH | : | |
| RODIN, ROBERT E. RUBIN, ROBERT L. | : | |
| RYAN, AND FRANKLIN A. THOMAS, | : | |
| And JOHN DOES 1-30, | : | |
| | : | |
| Defendants. | : | |

| | |
|-------------------------------------|---|
| -----X | |
| CHRIS SOUTHARD, on Behalf of All | : |
| Others Similarly Situated, | : |
| | : |
| Plaintiff, | : |
| | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES O. | : |
| PRINCE, C. MICHAEL ARMSTRONG, | : |
| ALAIN J.P. BELDA, GEORGE DAVID, | : |
| KENNETH T. DERR, JOHN M. DEUTCH, | : |
| ROBERTO HERNANDEZ RAMIREZ, | : |
| ANN DIBBLE JORDAN, KLAUS | : |
| KLEINFELD, ANDREW N. LIVERIS, | : |
| ANNE MULCAHY, RICHARD D. | : |
| PARSONS, JUDITH RODIN, ROBERT E. | : |
| RUBIN, ROBERT E. RUBIN, FRANKLIN | : |
| A. THOMAS, JOHN DOES 1-20 (BEING | : |
| CURRENT AND FORMER MEMBERS | : |
| OF THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC.) | : |
| and JOHN DOES 21-40 (BEING | : |
| CURRENT AND FORMER MEMBERS | : |
| OF THE INVESTMENT COMMITTEE | : |
| OF THE CITIGROUP INC. 401(K) PLAN), | : |
| | : |
| Defendants. | : |

Civil Action No: 07 Civ. 11164

| | |
|--|---|
| ----- | |
| FRANCIA BRICK, individually and on | : |
| Behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLAN'S ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP, INC., | : |
| THE 401(k) INVESTMENT COMMITTEE, | : |
| And JOHN DOES 1-10, | : |
| | : |
| Defendants. | : |
| ----- | |

Civil Action No: 07 Civ. 11369

| | |
|--|----------------------------|
| -----X | |
| WILLIAM and PATRICIA WOODWARD, : | |
| individually and on Behalf of All Others : | |
| Similarly Situated, : | |
| Plaintiffs, : | Civil Action No: 07cv11207 |
| v. : | |
| CITIGROUP INC., CHARLES PRINCE, : | |
| ROBERT E. RUBIN, C. MICHAEL : | |
| ARMSTRONG, ALAIN J. P. BELDA, : | |
| GEORGE DAVID, KENNETH T. DERR, : | |
| JOHN M. DEUTCH, ROBERTO : | |
| HERNANDEZ RAMIREZ, ANDREW N. : | |
| LIVERIS, ANN MULCAHEY, RICHARD : | |
| D. PARSONS, JUDITH RODIN, ROBERT : | |
| L. RYAN, FRANKLIN A. THOMAS, ANN : | |
| DIBBLE JORDAN, KLAUS KLEINFELD : | |
| AND DUDLEY C. MECUM, and JOHN : | |
| and JANE DOES 1-10, : | |
| Defendants. : | |
| ----- | |

This matter coming before the Court by Motion submitted by Lynda J. Grant, seeking the admission of Michelle C. Yau to the United States District Court for the Southern District of New York *pro hac vice* for purposes of this action, and the Court having considered the Affidavit of Michelle C. Yau submitted in support thereof, and for good cause shown,

IT IS ON this _____ day of _____, 2008,

ORDERED that:

1. Michelle C. Yau is hereby granted admission *pro hac vice* to the United States District Court for the Southern District of New York, for the purpose of

appearing in this action, pursuant to Rule 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York;

2. Michelle C. Yau is required to abide by and is subject to the Local Rules of the United States District Court for the Southern District of New York; and

3. Michelle C. Yau is required to notify the Court immediately of any matter that affects his standing at the Bar of any court.

United States District Judge

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

| | |
|--|---|
| -----X | |
| STEPHEN GRAY, individually and on | : |
| behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 20, | : |
| | : |
| Defendants. | : |
| -----X | |
| SHAUN ROSE, Individually and On | : |
| Behalf of All Others Similarly Situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 10, | : |
| | : |
| Defendants. | : |
| -----X | |
| MEREDITH TRANBERG, individually | : |
| and on behalf of all others similarly situated | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 20, | : |
| | : |
| Defendants. | : |
| -----X | |

Civil Action No: 07 Civ. 9790 (SHS)

Civil Action No: 07 Civ. 10294

Civil Action No: 07 Civ. 10341

| | |
|--|---|
| -----X | |
| ANTON RAPPOLD, individually and on | : |
| behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CITIBANK, N.A., | : |
| CHARLES PRINCE, THE PLANS | : |
| ADMINISTRATIVE COMMITTEE OF | : |
| CITIGROUP INC., THE 401(k) | : |
| INVESTMENT COMMITTEE, and JOHN | : |
| and JANE DOES 1 - 10, | : |
| | : |
| Defendants. | : |
| -----X | |
| SAMIER TADROS, on Behalf of All | : |
| Others Similarly Situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES O. | : |
| PRINCE, C. MICHAEL ARMSTRONG, | : |
| ALAIN J.P. BELDA, GEORGE DAVID, | : |
| KENNETH T. DERR, JOHN M. DEUTCH, | : |
| ROBERTO HERNANDEZ RAMIREZ, | : |
| ANN DIBBLE JORDAN, KLAUS | : |
| KLEINFELD, ANDREW N. LIVERIS, | : |
| ANNE MULCAHY, RICHARD D. | : |
| PARSONS, JUDITH RODIN, ROBERT E. | : |
| RUBIN, ROBERT E. RUBIN, FRANKLIN | : |
| A. THOMAS, JOHN DOES 1-20 (BEING | : |
| CURRENT AND FORMER MEMBERS | : |
| OF THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC.) | : |
| and JOHN DOES 21-40 (BEING | : |
| CURRENT AND FORMER MEMBERS | : |
| OF THE INVESTMENT COMMITTEE | : |
| OF THE CITIGROUP INC. 401(K) PLAN), | : |
| | : |
| Defendants. | : |
| -----X | |

Civil Action No: 07 Civ. 10396

Civil Action No: 07 Civ. 10442

| | |
|--|---|
| -----X | |
| STEPHAN FIORINO, individually and on | : |
| behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CITIBANK N.A., | : |
| CHARLES PRINCE, THE PLANS | : |
| ADMINISTRATIVE COMMITTEE OF | : |
| CITIGROUP INC., THE 401(k) | : |
| INVESTMENT COMMITTEE, and | : |
| JOHN DOES 1 - 20, | : |
| | : |
| Defendants. | : |
| -----X | |
| JAMES BOLLA, individually and on behalf | : |
| of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CITIBANK N.A., | : |
| CHARLES PRINCE, THE PLANS | : |
| ADMINISTRATIVE COMMITTEE OF | : |
| CITIGROUP INC., THE 401(k) | : |
| INVESTMENT COMMITTEE, and | : |
| JOHN DOES 1 - 20, | : |
| | : |
| Defendants. | : |
| -----X | |

Civil Action No: 07 Civ. 10458

Civil Action No: 07 Civ. 10461

-----X
MARK GEROULO, individually, on behalf :
of the CITIGROUP 401(k) Plan, the :
CITIBUILDER 401 (K) PLAN FOR :
PUERTO RICO, and all others similarly, :

Plaintiff, :

v. :

CITIGROUP, INC., CITIBANK, N.A., :
THE PLAN ADMINISTRATIVE :
COMMITTEE OF CITIGROUP, INC., :
MICHAEL E. SCHLEIN, JOHN DOES :
1-10, THE CITIGROUP 401(k) PLAN :
INVESTMENT COMMITTEE and JOHN :
DOES 10-20, C. MICHAEL :
ARMSTRONG, ALAN J.P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ, ANN DIBBLE JORDAN, :
ANDREW N. LIVERIS, DUDLEY C. :
MECUM, ANNE M. MULCAHY, :
RICHARD D. PARSONS, ANDRALL E. :
PEARSON, CHARLES PRINCE, JUDITH :
RODIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, SANFORD I. WEILL, :

Defendants. :

Civil Action No: 07 Civ. 10472

-----X

-----X
ALAN STEVENS, on Behalf of Himself
and All Others Similarly Situated,

Plaintiff,

v.

CITIGROUP INC., CITIBANK, N.A,
CHARLES PRINCE, C. MICHAEL
ARMSTRONG, ALAIN J.P. BELDA,
GEORGE DAVID, KENNETH T. DERR,
JOHN M. DEUTCH, PETER JOHNSON,
ROBERTO HERNANDEZ RAMIREZ,
ANDREW N. LIVERIS, ANNE
MULCAHEY, RICHARD D. PARSONS,
JUDITH RODIN, ROBERT E. RUBIN,
ROBERT L. RYAN, FRANKLIN A.
THOMAS, THE PLANS
ADMINISTRATION COMMITTEE OF
CITIGROUP, INC., THE INVESTMENT
COMMITTEE and JOHN DOES 1-30,

Defendants.

Civil Action No: 07 Civ. 11156

-----X
STEPHEN GOLDSTEIN, on Behalf of
Himself and a Class of Persons Similarly
Situated,

Plaintiff,

v.

CITIGROUP INC., THE PLANS
ADMINISTRATION COMMITTEE OF
CITIGROUP, INC., MICHAEL E.
SCHLEIN, CHARLES PRINCE, C.
MICHAEL ARMSTRONG, ALAIN J.P.
BELDA, GEORGE DAVID, KENNETH T.
DERR, JOHN M. DEUTCH, ROBERTO
HERNANDEZ RAMIREZ, ANDREW N.
LIVERIS, ANNE MULCAHEY,
RICHARD D. PARSONS, JUDITH
RODIN, ROBERT E. RUBIN, ROBERT L.
RYAN, AND FRANKLIN A. THOMAS,
And JOHN DOES 1-30,

Defendants.

Civil Action No: 07 Civ. 11158

-----X
CHRIS SOUTHARD, on Behalf of All
Others Similarly Situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES O.
PRINCE, C. MICHAEL ARMSTRONG,
ALAIN J.P. BELDA, GEORGE DAVID,
KENNETH T. DERR, JOHN M. DEUTCH,
ROBERTO HERNANDEZ RAMIREZ,
ANN DIBBLE JORDAN, KLAUS
KLEINFELD, ANDREW N. LIVERIS,
ANNE MULCAHY, RICHARD D.
PARSONS, JUDITH RODIN, ROBERT E.
RUBIN, ROBERT E. RUBIN, FRANKLIN
A. THOMAS, JOHN DOES 1-20 (BEING
CURRENT AND FORMER MEMBERS
OF THE PLANS ADMINISTRATIVE
COMMITTEE OF CITIGROUP INC.)
and JOHN DOES 21-40 (BEING
CURRENT AND FORMER MEMBERS
OF THE INVESTMENT COMMITTEE
OF THE CITIGROUP INC. 401(K) PLAN),

Defendants.

Civil Action No: 07 Civ. 11164

FRANCIA BRICK, individually and on
Behalf of all others similarly situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE,
THE PLAN'S ADMINISTRATIVE
COMMITTEE OF CITIGROUP, INC.,
THE 401(k) INVESTMENT COMMITTEE,
And JOHN DOES 1-10,

Defendants.

Civil Action No: 07 Civ. 11369

| | |
|--|---|
| -----X | |
| WILLIAM and PATRICIA WOODWARD, | : |
| individually and on Behalf of All Others | : |
| Similarly Situated, | : |
| | : |
| Plaintiffs, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| ROBERT E. RUBIN, C. MICHAEL | : |
| ARMSTRONG, ALAIN J. P. BELDA, | : |
| GEORGE DAVID, KENNETH T. DERR, | : |
| JOHN M. DEUTCH, ROBERTO | : |
| HERNANDEZ RAMIREZ, ANDREW N. | : |
| LIVERIS, ANN MULCAHEY, RICHARD | : |
| D. PARSONS, JUDITH RODIN, ROBERT | : |
| L. RYAN, FRANKLIN A. THOMAS, ANN | : |
| DIBBLE JORDAN, KLAUS KLEINFELD | : |
| AND DUDLEY C. MECUM, and JOHN | : |
| and JANE DOES 1-10, | : |
| | : |
| Defendants. | : |
| ----- | |

Civil Action No: 07cv11207

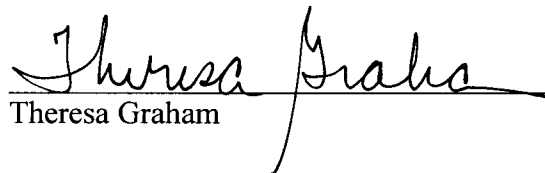
CERTIFICATE OF SERVICE

I, Theresa Graham, hereby certify that I am over the age of 18, and am employed by the Law Firm of Cohen, Milstein, Hausfeld & Toll, P.L.L.C. On this 21st day of January, 2008, I caused true and accurate copies of the foregoing Notice of Motion to Admit Michelle C. Yau *Pro Hac Vice*, Declaration of Lynda J. Grant in Support of Motion to Admit Counsel *Pro Hac Vice*, Affidavit of Michelle C. Yau in Support of Motion to Admit Counsel *Pro Hac Vice* and the Certificate of Good Standing attached thereto, and Proposed Order for Admission *Pro Hac Vice* on Written Motion, via First-Class mail, upon the following counsel of record:

Citigroup ERISA Litigation Service List

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|---|--|
| <p>Attorneys for Defendants</p> <p>Lawrence B. Pedowitz, Esq. John Lynch, Esq. Bradley R. Wilson, Esq. WATCHELL, LIPTON, ROSEN & KATZ LLP 51 West 52nd Street New York, New York 10019-6150</p> <p>Telephone: 212-403-1000 Fax: 212-403-2000</p> | <p>Attorneys for Plaintiff Samier Tadros (07-cv-10442-SHS)</p> <p>Robert I. Harwood, Esq. Jeffrey M. Norton, Esq. HARWOOD, FEFFER LLP 488 Madison Avenue New York, New York 10022</p> <p>Telephone: 212-935-7400 Fax: 212-753-3630</p> |
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| | |
|--|---|
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| <p>Attorneys for Plaintiff Francia Brick (07-cv-11369-UA)</p> <p>William R. Weinstein Steven L. Wittels Jeremy Heisler SANFORD WITTELS & HEISLER, LLP 950 Third Avenue, 10th Floor New York, New York 10022</p> <p>Telephone: 646-723-2947 Fax: 646-723-2948</p> | |


Theresa Graham